



The David J. Joseph Company

RECORDATION NO. 25339 FILED

DEC 09 '04

3-03 PM

SURFACE TRANSPORTATION BOARD



December 8, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of November 19, 2004 between the following parties:

Lessee:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, seventy-seven (77) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated November 19, 2004 related to seventy-seven (77) railcars bearing reporting marks BNSF 66400 – 664076, inclusive.

Please file this agreement as a primary document. The amount of \$32.00 is included on the enclosed check No. 565437 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6061.

Sincerely,

The David J. Joseph Company

Angela D. Watts

Angela D. Watts, Esq.
Director, Contract Administration

Enclosures

RECORDATION NO. 25339 FILED

**MEMORANDUM OF
EQUIPMENT MASTER LEASE AGREEMENT
AND
EQUIPMENT SCHEDULE NO. 1**

DEC 09 '04

3-03 PM

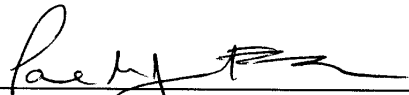
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 19th day of November, 2004, is intended to evidence the master lease and equipment schedule no. 1 dated as of November, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the seventy-seven (77) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

**THE BURLINGTON NORTHERN SANTA
FE RAILWAY COMPANY**

By: 

Name: Paul G. Jantsch

Title: Executive Vice President

Date: November 19, 2004

By: 

Name: Stevan B. Bobb
Vice President

Title: Business Unit Operations & Support

Date: 12-2-04

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 19th day of November, 2004,
by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a Delaware
corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF TEXAS)
)
COUNTY OF TARRANT)

SS:

The foregoing instrument was acknowledged before me this 2nd day of December, 2004,
by Steven B. Bobb, the Business Unit Operations + Support of The Burlington Northern and
Santa Fe Railway Company, a Delaware corporation, on behalf of the corporation.

Loralee M. Surin
Notary Public

My Commission expires:

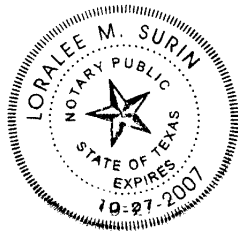


EXHIBIT A

To the Memorandum of Lease dated November 19, 2004, between The David J. Joseph Company and The Burlington Northern and Santa Fe Railway Company.

DESCRIPTION OF UNITS

Seventy-seven (77) railcars bearing reporting marks:

BNSF	664000
BNSF	664001
BNSF	664002
BNSF	664003
BNSF	664004
BNSF	664005
BNSF	664006
BNSF	664007
BNSF	664008
BNSF	664009
BNSF	664010
BNSF	664011
BNSF	664012
BNSF	664013
BNSF	664014
BNSF	664015
BNSF	664016
BNSF	664017
BNSF	664018
BNSF	664019
BNSF	664020
BNSF	664021
BNSF	664022
BNSF	664023
BNSF	664024
BNSF	664025
BNSF	664026
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BNSF	664073
BNSF	664074
BNSF	664075
BNSF	664076